



ANNUAL STATEMENT
FOR THE YEAR ENDING DECEMBER 31, 2018
OF THE CONDITION AND AFFAIRS OF THE

Upper Peninsula Health Plan, LLC

(Name)

NAIC Group Code 04734 (Current Period) , 00000 (Prior Period) NAIC Company Code 52615 Employer's ID Number 46-0927995

Organized under the Laws of Michigan , State of Domicile or Port of Entry Michigan

Country of Domicile United States

Licensed as business type: Life, Accident & Health [] Property/Casualty [] Hospital, Medical & Dental Service or Indemnity []
Dental Service Corporation [] Vision Service Corporation [] Health Maintenance Organization [X]
Other [] Is HMO, Federally Qualified? Yes [] No [X]

Incorporated/Organized 10/23/1997 Commenced Business 08/01/1998

Statutory Home Office 853 W. Washington St. (Street and Number) , Marquette, MI, US 49855 (City or Town, State, Country and Zip Code)

Main Administrative Office 853 W. Washington St. (Street and Number)

Marquette, MI, US 49855 (City or Town, State, Country and Zip Code) 906-225-7500 (Area Code) (Telephone Number)

Mail Address 853 W. Washington St. (Street and Number or P.O. Box) , Marquette, MI, US 49855 (City or Town, State, Country and Zip Code)

Primary Location of Books and Records 853 W. Washington St. (Street and Number)

Marquette, MI, US 49855 (City or Town, State, Country and Zip Code) 906-225-7500 (Area Code) (Telephone Number) (Extension)

Internet Web Site Address uphp.com

Statutory Statement Contact Leslie Ellen Luke (Name) , 906-227-5696 (Area Code) (Telephone Number) (Extension)

lluke@uphp.com (E-Mail Address) 906-225-8757 (Fax Number)

OFFICERS

Name	Title	Name	Title
Melissa Ann Holmquist	President	Leslie Ellen Luke	Treasurer
Johanna Marie Novak	Secretary	Melanie Lyn Bicigo #	Chief Operating Officer

OTHER OFFICERS

DIRECTORS OR TRUSTEES

Michelle Marie Tavernier	David Barry Jahn	John Joseph Schon	Donald Michael Pawelski
Robert Conrad Deese		Robert Vincent Vairo	Scott Frederick Pillion
Brian Robert Sinotte			

State of Michigan.....

County of Marquette.....

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The officers of this reporting entity, being duly sworn, each depose and say that they are the described officers of said reporting entity, and that on the reporting period stated above, all of the herein described assets were the absolute property of the said reporting entity, free and clear from any liens or claims thereon, except as herein stated, and that this statement, together with related exhibits, schedules and explanations therein contained, annexed or referred to, is a full and true statement of all the assets and liabilities and of the condition and affairs of the said reporting entity as of the reporting period stated above, and of its income and deductions therefrom for the period ended, and have been completed in accordance with the NAIC *Annual Statement Instructions* and *Accounting Practices and Procedures* manual except to the extent that: (1) state law may differ; or, (2) that state rules or regulations require differences in reporting not related to accounting practices and procedures, according to the best of their information, knowledge and belief, respectively. Furthermore, the scope of this attestation by the described officers also includes the related corresponding electronic filing with the NAIC, when required, that is an exact copy (except for formatting differences due to electronic filing) of the enclosed statement. The electronic filing may be requested by various regulators in lieu of or in addition to the enclosed statement.

Melissa Ann Holmquist
President

Leslie Ellen Luke
Treasurer

Johanna Marie Novak
Secretary

Subscribed and sworn to before me this
25th day of February, 2019

- a. Is this an original filing? Yes [X] No []
b. If no:
1. State the amendment number
2. Date filed
3. Number of pages attached

Tanya M. Jennings, Director of Human Resources
October 11, 2019

ANNUAL STATEMENT FOR THE YEAR 2018 OF THE Upper Peninsula Health Plan, LLC

EXHIBIT 2 - ACCIDENT AND HEALTH PREMIUMS DUE AND UNPAID

[illegible]

ANNUAL STATEMENT FOR THE YEAR 2018 OF THE Upper Peninsula Health Plan, LLC

EXHIBIT 3 - HEALTH CARE RECEIVABLES

[illegible]

EXHIBIT 3A – ANALYSIS OF HEALTH CARE RECEIVABLES COLLECTED AND ACCRUED

Type of Health Care Receivables	Health Care Receivables Collected During the Year		Health Care Receivables Accrued as of December 31 of Current Year		5	6
	1 On Amounts Accrued Prior to January 1 of Current Year	2 On Claims Accrued During the Year	3 On Amounts Accrued December 31 of Prior Year	4 On Amounts Accrued During the Year	Health Care Receivables in Prior Years (Columns 1 + 3)	Estimated Health Care Receivables Accrued as of December 31 of Prior Year
1. Pharmaceutical rebate receivables	2,712,241	2,711,856		2,709,854	2,712,241	1,635,264
2. Claim overpayment receivables0	
3. Loans and advances to providers0	
4. Capitation arrangement receivables0	
5. Risk sharing receivables0	
6. Other health care receivables0	
7. Totals (Lines 1 through 6)	2,712,241	2,711,856	0	2,709,854	2,712,241	1,635,264

Note that the accrued amounts in columns 3, 4 and 6 are the total health care receivables, not just the admitted portion.

EXHIBIT 4 – CLAIMS UNPAID AND INCENTIVE POOL, WITHHOLD AND BONUS (Reported and Unreported)

[illegible]

ANNUAL STATEMENT FOR THE YEAR 2018 OF THE Upper Peninsula Health Plan, LLC

EXHIBIT 5 - AMOUNTS DUE FROM PARENT, SUBSIDIARIES AND AFFILIATES

[illegible]

ANNUAL STATEMENT FOR THE YEAR 2018 OF THE Upper Peninsula Health Plan, LLC

EXHIBIT 6 - AMOUNTS DUE TO PARENT, SUBSIDIARIES AND AFFILIATES

[illegible]

ANNUAL STATEMENT FOR THE YEAR 2018 OF THE Upper Peninsula Health Plan, LLC

EXHIBIT 7 - PART 1- SUMMARY OF TRANSACTIONS WITH PROVIDERS

Payment Method	1 Direct Medical Expense Payment	2 Column 1 as a % of Total Payments	3 Total Members Covered	4 Column 3 as a % of Total Members	5 Column 1 Expenses Paid to Affiliated Providers	6 Column 1 Expenses Paid to Non-Affiliated Providers
Capitation Payments:						
1. Medical groups	0	0.0		0.0	0	
2. Intermediaries	0	0.0		0.0		
3. All other providers	0	0.0		0.0		
4. Total capitation payments	0	0.0	0	0.0	0	0
Other Payments:						
5. Fee-for-service	0	0.0	XXX	XXX		
6. Contractual fee payments	236,056,403	100.0	XXX	XXX	210,152,562	25,903,841
7. Bonus/withhold arrangements - fee-for-service	0	0.0	XXX	XXX		
8. Bonus/withhold arrangements - contractual fee payments	0	0.0	XXX	XXX		
9. Non-contingent salaries	0	0.0	XXX	XXX		
10. Aggregate cost arrangements	0	0.0	XXX	XXX		
11. All other payments	0	0.0	XXX	XXX		
12. Total other payments	236,056,403	100.0	XXX	XXX	210,152,562	25,903,841
13. Total (Line 4 plus Line 12)	236,056,403	100 %	XXX	XXX	210,152,562	25,903,841

EXHIBIT 7 - PART 2 - SUMMARY OF TRANSACTIONS WITH INTERMEDIARIES

[illegible]

EXHIBIT 8 – FURNITURE, EQUIPMENT AND SUPPLIES OWNED

	1	2	3	4	5	6
Description	Cost	Improvements	Accumulated Depreciation	Book Value Less Encumbrances	Assets Not Admitted	Net Admitted Assets
1. Administrative furniture and equipment	932,723		453,920		478,803	
2. Medical furniture, equipment and fixtures						
3. Pharmaceuticals and surgical supplies						
4. Durable medical equipment						
5. Other property and equipment						
6. Total	932,723	0	453,920	0	478,803	0



ANNUAL STATEMENT FOR THE YEAR 2018 OF THE Upper Peninsula Health Plan, LLC

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

REPORT FOR: 1. CORPORATION Upper Peninsula Health Plan, LLC 2. (LOCATION)

NAIC Group Code	04734	BUSINESS IN THE STATE OF Michigan		DURING THE YEAR 2018				NAIC Company Code		52615
	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
		2	3							
	Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only	Federal Employees Health Benefit Plan	Title XVIII Medicare	Title XIX Medicaid	Other
Total Members at end of:										
1. Prior Year	48,579							4,577	44,002	
2. First Quarter	49,527							4,940	44,587	
3. Second Quarter	49,315							5,055	44,260	
4. Third Quarter	48,956							4,873	44,083	
5. Current Year	48,878							4,771	44,107	
6. Current Year Member Months	590,677							59,088	531,589	
Total Member Ambulatory Encounters for Year:										
7. Physician	332,562							50,994	281,568	
8. Non-Physician	285,546							53,970	231,576	
9. Total	618,108	0	0	0	0	0	0	104,964	513,144	0
10. Hospital Patient Days Incurred	18,711							5,220	13,491	
11. Number of Inpatient Admissions	4,746							1,148	3,598	
12. Health Premiums Written (b).....	251,395,396							98,787,082	152,608,314	
13. Life Premiums Direct.....	0									
14. Property/Casualty Premiums Written.....	0									
15. Health Premiums Earned.....	251,395,396							98,787,082	152,608,314	
16. Property/Casualty Premiums Earned.....	0									
17. Amount Paid for Provision of Health Care Services	236,056,403							99,557,528	136,498,875	
18. Amount Incurred for Provision of Health Care Services	223,539,051							100,265,679	123,273,372	

(a) For health business: number of persons insured under PPO managed care products 0 and number of persons insured under indemnity only products 0

(b) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees \$57,450,374



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NAIC Group Code	04734	BUSINESS IN THE STATE OF Consolidated		DURING THE YEAR 2018				NAIC Company Code		52615
	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
		2	3							
	Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only	Federal Employees Health Benefit Plan	Title XVIII Medicare	Title XIX Medicaid	Other
Total Members at end of:										
1. Prior Year	48,579	0	0	0	0	0	0	4,577	44,002	0
2 First Quarter	49,527	0	0	0	0	0	0	4,940	44,587	0
3 Second Quarter	49,315	0	0	0	0	0	0	5,055	44,260	0
4. Third Quarter	48,956	0	0	0	0	0	0	4,873	44,083	0
5. Current Year	48,878	0	0	0	0	0	0	4,771	44,107	0
6 Current Year Member Months	590,677	0	0	0	0	0	0	59,088	531,589	0
Total Member Ambulatory Encounters for Year:										
7. Physician	332,562	0	0	0	0	0	0	50,994	281,568	0
8. Non-Physician	285,546	0	0	0	0	0	0	53,970	231,576	0
9. Total	618,108	0	0	0	0	0	0	104,964	513,144	0
10. Hospital Patient Days Incurred	18,711	0	0	0	0	0	0	5,220	13,491	0
11. Number of Inpatient Admissions	4,746	0	0	0	0	0	0	1,148	3,598	0
12. Health Premiums Written (b).....	251,395,396	0	0	0	0	0	0	98,787,082	152,608,314	0
13. Life Premiums Direct.....	0	0	0	0	0	0	0	0	0	0
14. Property/Casualty Premiums Written.....	0	0	0	0	0	0	0	0	0	0
15. Health Premiums Earned.....	251,395,396	0	0	0	0	0	0	98,787,082	152,608,314	0
16. Property/Casualty Premiums Earned.....	0	0	0	0	0	0	0	0	0	0
17. Amount Paid for Provision of Health Care Services	236,056,403	0	0	0	0	0	0	99,557,528	136,498,875	0
18. Amount Incurred for Provision of Health Care Services	223,539,051	0	0	0	0	0	0	100,265,679	123,273,372	0

(a) For health business: number of persons insured under PPO managed care products 0 and number of persons insured under indemnity only products 0

(b) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees \$57,450,374

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ANNUAL STATEMENT FOR THE YEAR 2018 OF THE Upper Peninsula Health Plan, LLC

SCHEDULE S - PART 1 - SECTION 2

Reinsurance Assumed Accident and Health Insurance Listed by Reinsured Company as of December 31, Current Year

1 NAIC Company Code	2 ID Number	3 Effective Date	4 Name of Reinsured	5 Domiciliary Jurisdiction	6 Type Of Reinsurance Assumed	7 Type Of Business Assumed	8 Premiums	9 Unearned Premiums	10 Reserve Liability Other Than For Unearned Premiums	11 Reinsurance Payable on Paid and Unpaid Losses	12 Modified Coinsurance Reserve	13 Funds Withheld Under Coinsurance
NONE												
9999999 Totals							0	0	0	0	0	0

ANNUAL STATEMENT FOR THE YEAR 2018 OF THE Upper Peninsula Health Plan, LLC

SCHEDULE S - PART 2

Reinsurance Recoverable on Paid and Unpaid Losses Listed by Reinsuring Company as of December 31, Current Year

[illegible]

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33

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Schedule S - Part 4

NONE

Schedule S - Part 5

NONE

SCHEDULE S – PART 6

Five-Year Exhibit of Reinsurance Ceded Business
(\$000 Omitted)

	1 2018	2 2017	3 2016	4 2015	5 2014
A. OPERATIONS ITEMS					
1. Premiums.....	0	0	0	16	12
2. Title XVIII-Medicare.....	50	46	42	30	4
3. Title XIX-Medicaid.....	452	454	439	418	364
4. Commissions and reinsurance expense allowance.....		0	0	0	0
5. Total hospital and medical expenses.....		0	0	0	0
B. BALANCE SHEET ITEMS					
6. Premiums receivable		0	0	0	0
7. Claims payable.....		0	0	0	0
8. Reinsurance recoverable on paid losses.....	0	0	0	0	0
9. Experience rating refunds due or unpaid.....		0	0	0	0
10. Commissions and reinsurance expense allowances due.....		0	0	0	0
11. Unauthorized reinsurance offset.....	0	0	0	0	0
12. Offset for reinsurance with Certified Reinsurers.....	0	0	0	0	0
C. UNAUTHORIZED REINSURANCE (DEPOSITS BY AND FUNDS WITHHELD FROM)					
13. Funds deposited by and withheld from (F).....	0	0	0	0	0
14. Letters of credit (L).....	0	0	0	0	0
15. Trust agreements (T).....	0	0	0	0	0
16. Other (O).....	0	0	0	0	0
D. REINSURANCE WITH CERTIFIED REINSURERS (DEPOSITS BY AND FUNDS WITHHELD FROM)					
17. Multiple Beneficiary Trust.....	0	0	0	0	0
18. Funds deposited by and withheld from (F)	0	0	0	0	0
19. Letters of credit (L).....	0	0	0	0	0
20. Trust agreements (T).....	0	0	0	0	0
21. Other (O)	0	0	0	0	0

SCHEDULE S - PART 7

Restatement of Balance Sheet to Identify Net Credit For Ceded Reinsurance

	1	2	3
	As Reported (net of ceded)	Restatement Adjustments	Restated (gross of ceded)
ASSETS (Page 2, Col. 3)			
1. Cash and invested assets (Line 12)	73,646,636		73,646,636
2. Accident and health premiums due and unpaid (Line 15).....	23,239,110		23,239,110
3. Amounts recoverable from reinsurers (Line 16.1).....	0		0
4. Net credit for ceded reinsurance.....	XXX	1,084,357	1,084,357
5. All other admitted assets (Balance).....	705,548		705,548
6. Total assets (Line 28)	97,591,294	1,084,357	98,675,651
LIABILITIES, CAPITAL AND SURPLUS (Page 3)			
7. Claims unpaid (Line 1).....	23,413,941	1,084,357	24,498,298
8. Accrued medical incentive pool and bonus payments (Line 2).....	0		0
9. Premiums received in advance (Line 8).....	5,641		5,641
10. Funds held under reinsurance treaties with authorized and unauthorized reinsurers (Line 19, first inset amount plus second inset amount)	0		0
11. Reinsurance in unauthorized companies (Line 20 minus inset amount).....	0		0
12. Reinsurance with Certified Reinsurers (Line 20 inset amount).....	0		0
13. Funds held under reinsurance treaties with Certified Reinsurers (Line 19 third inset amount).....	0		0
14. All other liabilities (Balance).....	18,430,781		18,430,781
15. Total liabilities (Line 24).....	41,850,363	1,084,357	42,934,720
16. Total capital and surplus (Line 33).....	55,740,931	XXX	55,740,931
17. Total liabilities, capital and surplus (Line 34)	97,591,294	1,084,357	98,675,651
NET CREDIT FOR CEDED REINSURANCE			
18. Claims unpaid.....	1,084,357		
19. Accrued medical incentive pool.....	0		
20. Premiums received in advance	0		
21. Reinsurance recoverable on paid losses	0		
22. Other ceded reinsurance recoverables	0		
23. Total ceded reinsurance recoverables	1,084,357		
24. Premiums receivable	0		
25. Funds held under reinsurance treaties with authorized and unauthorized reinsurers	0		
26. Unauthorized reinsurance	0		
27. Reinsurance with Certified Reinsurers.....	0		
28. Funds held under reinsurance treaties with Certified Reinsurers.....	0		
29. Other ceded reinsurance payables/offsets	0		
30. Total ceded reinsurance payables/offsets	0		
31. Total net credit for ceded reinsurance	1,084,357		

SCHEDULE T – PART 2
INTERSTATE COMPACT – EXHIBIT OF PREMIUMS WRITTEN

Allocated By States and Territories

		Direct Business Only					
		1	2	3	4	5	6
States, Etc.		Life (Group and Individual)	Annuities (Group and Individual)	Disability Income (Group and Individual)	Long-Term Care (Group and Individual)	Deposit-Type Contracts	Totals
1. Alabama	AL0
2. Alaska	AK0
3. Arizona	AZ0
4. Arkansas	AR0
5. California	CA0
6. Colorado	CO0
7. Connecticut	CT0
8. Delaware	DE0
9. District of Columbia	DC0
10. Florida	FL0
11. Georgia	GA0
12. Hawaii	HI0
13. Idaho	ID0
14. Illinois	IL0
15. Indiana	IN0
16. Iowa	IA0
17. Kansas	KS0
18. Kentucky	KY0
19. Louisiana	LA0
20. Maine	ME0
21. Maryland	MD0
22. Massachusetts	MA0
23. Michigan	MI0
24. Minnesota	MN0
25. Mississippi	MS0
26. Missouri	MO0
27. Montana	MT0
28. Nebraska	NE0
29. Nevada	NV0
30. New Hampshire	NH0
31. New Jersey	NJ0
32. New Mexico	NM0
33. New York	NY0
34. North Carolina	NC0
35. North Dakota	ND0
36. Ohio	OH0
37. Oklahoma	OK0
38. Oregon	OR0
39. Pennsylvania	PA0
40. Rhode Island	RI0
41. South Carolina	SC0
42. South Dakota	SD0
43. Tennessee	TN0
44. Texas	TX0
45. Utah	UT0
46. Vermont	VT0
47. Virginia	VA0
48. Washington	WA0
49. West Virginia	WV0
50. Wisconsin	WI0
51. Wyoming	WY0
52. American Samoa	AS0
53. Guam	GU0
54. Puerto Rico	PR0
55. US Virgin Islands	VI0
56. Northern Mariana Islands	MP0
57. Canada	CAN0
58. Aggregate Other Alien	OT0
59. Totals		0	0	0	0	0	0

NONE

SCHEDULE Y
PART 1A – DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16
Group Code	Group Name	NAIC Company Code	ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries Or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/Person(s)	Is an SCA Filing Required? (Y/N)	*
00000.....		00000.....	27-0470646.....				RegionalCare Hospital Partners, Inc.....	DE.....		RCHP, LLC.....	Ownership.....	100.0	Apollo Global Management, LLC; Leon Black; Joshua Harris; Marc Rowan.		
00000.....		00000.....	47-4000401.....				RHN Clark Memorial Hospital, LLC.....	DE.....		The Regional Health Network of Kentucky and Southern Indiana, LLC.....	Ownership.....	100.0	Apollo Global Management, LLC; Leon Black; Joshua Harris; Marc Rowan.		
00000.....		00000.....	61-1764853.....				RHN Clark Memorial Physician Practices, LLC.....	DE.....		RHN Clark Memorial Hospital, LLC.....	Ownership.....	100.0	Apollo Global Management, LLC; Leon Black; Joshua Harris; Marc Rowan.		
00000.....		00000.....	46-1113518.....				RHN Scott Memorial Hospital, LLC.....	DE.....		The Regional Health Network of Kentucky and Southern Indiana, LLC.....	Ownership.....	100.0	Apollo Global Management, LLC; Leon Black; Joshua Harris; Marc Rowan.		
00000.....		00000.....	37-1705734.....				RHN Scott Physician Practices, LLC.....	DE.....		RHN Scott Memorial Hospital, LLC.....	Ownership.....	100.0	Apollo Global Management, LLC; Leon Black; Joshua Harris; Marc Rowan.		
00000.....		00000.....	20-0959379.....				River Parishes Hospital, LLC.....	DE.....		LifePoint Holdings 2, LLC.....	Ownership.....	100.0	Apollo Global Management, LLC; Leon Black; Joshua Harris; Marc Rowan.		
00000.....		00000.....	20-2502853.....				River Parishes Partner, LLC.....	DE.....		LifePoint Holdings 2, LLC.....	Ownership.....	100.0	Apollo Global Management, LLC; Leon Black; Joshua Harris; Marc Rowan.		
00000.....		00000.....	20-1227403.....				River Parishes Physician Practices, LLC.....	DE.....		LifePoint Holdings 2, LLC.....	Ownership.....	100.0	Apollo Global Management, LLC; Leon Black; Joshua Harris; Marc Rowan.		
00000.....		00000.....	62-1762468.....				Riverton Memorial Hospital, LLC.....	DE.....		LifePoint Hospitals Holdings, LLC.....	Ownership.....	100.0	Apollo Global Management, LLC; Leon Black; Joshua Harris; Marc Rowan.		
00000.....		00000.....	26-3839861.....				Riverton Oncology Practice, LLC.....	DE.....		LifePoint Hospitals Holdings, LLC.....	Ownership.....	100.0	Apollo Global Management, LLC; Leon Black; Joshua Harris; Marc Rowan.		
00000.....		00000.....	62-1763635.....				Riverton Physician Practices, LLC.....	DE.....		LifePoint Hospitals Holdings, LLC.....	Ownership.....	100.0	Apollo Global Management, LLC; Leon Black; Joshua Harris; Marc Rowan.		

SCHEDULE Y
PART 1A – DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16
Group Code	Group Name	NAIC Company Code	ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries Or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/Person(s)	Is an SCA Filing Required? (Y/N)	*
00000.....		00000.....	62-1762469.....				Riverview Medical Center, LLC.....	DE.....		LifePoint Holdings 2, LLC.....	Ownership.....	100.0	Apollo Global Management, LLC; Leon Black; Joshua Harris; Marc Rowan.		
00000.....		00000.....	45-3853399.....				Riverview Physician Practices, LLC.....	DE.....		LifePoint Holdings 2, LLC.....	Ownership.....	100.0	Apollo Global Management, LLC; Leon Black; Joshua Harris; Marc Rowan.		
00000.....		00000.....	45-4282120.....				Rockdale Clinically Integrated Medical Care Organization, LLC.....	DE.....		LifePoint Holdings 2, LLC.....	Ownership.....	100.0	Apollo Global Management, LLC; Leon Black; Joshua Harris; Marc Rowan.		
00000.....		00000.....	26-3202930.....				Rockdale Hospital, LLC.....	DE.....		LifePoint Holdings 2, LLC.....	Ownership.....	100.0	Apollo Global Management, LLC; Leon Black; Joshua Harris; Marc Rowan.		
00000.....		00000.....	27-1363956.....				Rockdale Physician Practices, LLC.....	DE.....		LifePoint Holdings 2, LLC.....	Ownership.....	100.0	Apollo Global Management, LLC; Leon Black; Joshua Harris; Marc Rowan.		
00000.....		00000.....	27-2258662.....				RRL Ottumwa, LLC.....	DE.....		RCHP-Ottumwa, LLC.....	Ownership.....	100.0	Apollo Global Management, LLC; Leon Black; Joshua Harris; Marc Rowan.		
00000.....		00000.....	62-1771866.....				Russellville Holdings, LLC.....	DE.....		St. Mary's Holdings, LLC.....	Ownership.....	100.0	Apollo Global Management, LLC; Leon Black; Joshua Harris; Marc Rowan.		
00000.....		00000.....	35-2632651.....				Saint Mary's Primary Care Network, LLC.....	DE.....		St. Mary's Holdings, LLC.....	Ownership.....	100.0	Apollo Global Management, LLC; Leon Black; Joshua Harris; Marc Rowan.		
00000.....		00000.....	81-2831831.....				Saline Clinics, LLC.....	DE.....		Saline County Medical Center Joint Venture, LLC.....	Ownership.....	100.0	Apollo Global Management, LLC; Leon Black; Joshua Harris; Marc Rowan.		
00000.....		00000.....	37-1875655.....				Saline County Hospital, LLC.....	DE.....		Capella Healthcare, LLC.....	Ownership.....	100.0	Apollo Global Management, LLC; Leon Black; Joshua Harris; Marc Rowan.		
00000.....		00000.....	37-1828157.....				Saline County Medical Center Joint Venture, LLC.....	DE.....		Capella Healthcare, LLC.....	Ownership.....	51.0	Apollo Global Management, LLC; Leon Black; Joshua Harris; Marc Rowan.		

SCHEDULE Y
PART 1A – DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16
Group Code	Group Name	NAIC Company Code	ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries Or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/Person(s)	Is an SCA Filing Required? (Y/N)	*
00000.....		00000.....	37-1828157.....				Saline County Medical Center Joint Venture, LLC.....	DE.....		Saline County Medical Center.....	Ownership.....	49.0	Apollo Global Management, LLC; Leon Black; Joshua Harris; Marc Rowan.....		
00000.....		00000.....	71-0799300.....				Saline FirstCare, Inc.....	AK.....		Hospital, LLC.....	Ownership.....	33.3	Apollo Global Management, LLC; Leon Black; Joshua Harris; Marc Rowan.....		
00000.....		00000.....	71-0799300.....				Saline FirstCare, Inc.....	AK.....		Physician Investors.....	Ownership.....	33.3	Apollo Global Management, LLC; Leon Black; Joshua Harris; Marc Rowan.....		
00000.....		00000.....	71-0799300.....				Saline FirstCare, Inc.....	AK.....		Licensed Healthcare Professional Members.....	Ownership.....	33.3	Apollo Global Management, LLC; Leon Black; Joshua Harris; Marc Rowan.....		
00000.....		00000.....	81-2816675.....				Saline Hospital, LLC.....	DE.....		Saline County Medical Center Joint Venture, LLC.....	Ownership.....	100.0	Apollo Global Management, LLC; Leon Black; Joshua Harris; Marc Rowan.....		
00000.....		00000.....	47-4681738.....				Shared Business Services, LLC.....	DE.....		LifePoint Hospitals Holdings, LLC.....	Ownership.....	100.0	Apollo Global Management, LLC; Leon Black; Joshua Harris; Marc Rowan.....		
00000.....		00000.....	33-1032693.....				Sharon Hospital Holding Company.....	DE.....		EHC0, LLC.....	Ownership.....	100.0	Apollo Global Management, LLC; Leon Black; Joshua Harris; Marc Rowan.....		
00000.....		00000.....	32-0381422.....				Shoals Health Group, LLC.....	DE.....		Florence Physicians, LLC.....	Ownership.....	100.0	Apollo Global Management, LLC; Leon Black; Joshua Harris; Marc Rowan.....		
00000.....		00000.....	37-1741217.....				Shoals Obstetrics and Gynecology, LLC.....	DE.....		Florence Physicians, LLC.....	Ownership.....	100.0	Apollo Global Management, LLC; Leon Black; Joshua Harris; Marc Rowan.....		
00000.....		00000.....	45-5495321.....				Sierra Vista Regional Health Center Medical Group, L.L.C.....	AZ.....		RCHP-Sierra Vista Holding, Inc.....	Ownership.....	100.0	Apollo Global Management, LLC; Leon Black; Joshua Harris; Marc Rowan.....		
00000.....		00000.....	62-1762275.....				Siletnchnik Practice, LLC.....	DE.....		LifePoint of Kentucky, LLC.....	Ownership.....	100.0	Apollo Global Management, LLC; Leon Black; Joshua Harris; Marc Rowan.....		

SCHEDULE Y
PART 1A – DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

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00000.....		00000.....	46-3218523.....				SJRMCInterventional Radiology Services, LLC.....	ID.....		St. Joseph Hospital, LLC.....	Ownership.....	100.0	Apollo Global Management, LLC; Leon Black; Joshua Harris; Marc Rowan.....		
00000.....		00000.....	62-1762490.....				Smith County Memorial Hospital, LLC.....	DE.....		LifePoint Holdings 2, LLC.....	Ownership.....	100.0	Apollo Global Management, LLC; Leon Black; Joshua Harris; Marc Rowan.....		
00000.....		00000.....	62-1864098.....				Somerset Surgery Partner, LLC.....	DE.....		LifePoint of Lake Cumberland, LLC.....	Ownership.....	100.0	Apollo Global Management, LLC; Leon Black; Joshua Harris; Marc Rowan.....		
00000.....		00000.....	62-1763622.....				Southern Tennessee EMS, LLC.....	DE.....		LifePoint Holdings 2, LLC.....	Ownership.....	100.0	Apollo Global Management, LLC; Leon Black; Joshua Harris; Marc Rowan.....		
00000.....		00000.....	62-1762535.....				Southern Tennessee Medical Center, LLC.....	DE.....		LifePoint Holdings 2, LLC.....	Ownership.....	100.0	Apollo Global Management, LLC; Leon Black; Joshua Harris; Marc Rowan.....		
00000.....		00000.....	62-1824632.....				Southern Tennessee PHO, LLC.....	DE.....		LifePoint Holdings 2, LLC.....	Ownership.....	100.0	Apollo Global Management, LLC; Leon Black; Joshua Harris; Marc Rowan.....		
00000.....		00000.....	62-1757662.....				Southwestern Medical Center, LLC.....	DE.....		Lawton Holdings, LLC.....	Ownership.....	100.0	Apollo Global Management, LLC; Leon Black; Joshua Harris; Marc Rowan.....		
00000.....		00000.....	20-1084297.....				Southwestern Neurosurgery Physicians, LLC.....	OK.....		Lawton Holdings, LLC.....	Ownership.....	100.0	Apollo Global Management, LLC; Leon Black; Joshua Harris; Marc Rowan.....		
00000.....		00000.....	57-1141094.....				Southwestern Physician Services, LLC.....	OK.....		Lawton Holdings, LLC.....	Ownership.....	100.0	Apollo Global Management, LLC; Leon Black; Joshua Harris; Marc Rowan.....		
00000.....		00000.....	27-3256164.....				Southwestern Radiology Affiliates, LLC.....	DE.....		Lawton Holdings, LLC.....	Ownership.....	100.0	Apollo Global Management, LLC; Leon Black; Joshua Harris; Marc Rowan.....		
00000.....		00000.....	26-3311227.....				Southwestern Surgical Affiliates, LLC.....	DE.....		Lawton Holdings, LLC.....	Ownership.....	100.0	Apollo Global Management, LLC; Leon Black; Joshua Harris; Marc Rowan.....		

SCHEDULE Y
PART 1A – DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16
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00000.....		00000.....	20-0155414.....				Spring View Hospital, LLC.....	DE.....		LifePoint Holdings 2, LLC.....	Ownership.....	100.0	Apollo Global Management, LLC; Leon Black; Joshua Harris; Marc Rowan.		
00000.....		00000.....	20-4302480.....				Spring View Physician Practices, LLC.....	DE.....		LifePoint Holdings 2, LLC.....	Ownership.....	100.0	Apollo Global Management, LLC; Leon Black; Joshua Harris; Marc Rowan.		
00000.....		00000.....	62-1754936.....				Springhill Medical Center, LLC.....	DE.....		LifePoint Holdings 2, LLC.....	Ownership.....	100.0	Apollo Global Management, LLC; Leon Black; Joshua Harris; Marc Rowan.		
00000.....		00000.....	20-4269117.....				SRMC Healthcare Group, LLC.....	DE.....		Essent Healthcare Pennsylvania, Inc.....	Ownership.....	100.0	Apollo Global Management, LLC; Leon Black; Joshua Harris; Marc Rowan.		
00000.....		00000.....	62-1835614.....				SST Community Health, L.L.C.....	TN.....		Sumner Regional Medical Center, LLC.....	Ownership.....	100.0	Apollo Global Management, LLC; Leon Black; Joshua Harris; Marc Rowan.		
00000.....		00000.....	47-5607993.....				St. Francis Affiliated Services, LLC.....	DE.....		LifePoint Holdings 2, LLC.....	Ownership.....	100.0	Apollo Global Management, LLC; Leon Black; Joshua Harris; Marc Rowan.		
00000.....		00000.....	47-5259919.....				St. Francis Health, LLC.....	DE.....		LifePoint Holdings 2, LLC.....	Ownership.....	100.0	Apollo Global Management, LLC; Leon Black; Joshua Harris; Marc Rowan.		
00000.....		00000.....	47-5419443.....				St. Francis Physician Practices, LLC.....	DE.....		LifePoint Holdings 2, LLC.....	Ownership.....	100.0	Apollo Global Management, LLC; Leon Black; Joshua Harris; Marc Rowan.		
00000.....		00000.....	61-1804883.....				St. Joseph Holdings, LLC.....	DE.....		Capella Healthcare, LLC.....	Ownership.....	100.0	Apollo Global Management, LLC; Leon Black; Joshua Harris; Marc Rowan.		
00000.....		00000.....	61-1804883.....				St. Joseph Hospital, LLC.....	DE.....		St. Joseph Holdings, LLC.....	Ownership.....	100.0	Apollo Global Management, LLC; Leon Black; Joshua Harris; Marc Rowan.		
00000.....		00000.....	81-4256127.....				St. Joseph Physician Services, LLC.....	DE.....		St. Joseph Holdings, LLC.....	Ownership.....	100.0	Apollo Global Management, LLC; Leon Black; Joshua Harris; Marc Rowan.		

SCHEDULE Y
PART 1A – DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16
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00000.....		00000.....	26-4088270.....				St. Mary's Holdings, LLC.....	DE.....		Capella Healthcare, LLC.....	Ownership.....	100.0	Apollo Global Management, LLC; Leon Black; Joshua Harris; Marc Rowan.		
00000.....		00000.....	62-1769626.....				St. Mary's Physician Services, LLC.....	DE.....		St. Mary's Holdings, LLC.....	Ownership.....	100.0	Apollo Global Management, LLC; Leon Black; Joshua Harris; Marc Rowan.		
00000.....		00000.....	62-1762460.....				St. Mary's Real Property, LLC.....	DE.....		Russellville Holdings, LLC.....	Ownership.....	100.0	Apollo Global Management, LLC; Leon Black; Joshua Harris; Marc Rowan.		
00000.....		00000.....	27-2618964.....				Sumner Physician Practices, LLC.....	DE.....		LifePoint Holdings 2, LLC.....	Ownership.....	100.0	Apollo Global Management, LLC; Leon Black; Joshua Harris; Marc Rowan.		
00000.....		00000.....	27-2618993.....				Sumner Real Estate Holdings, LLC.....	DE.....		LifePoint Holdings 2, LLC.....	Ownership.....	100.0	Apollo Global Management, LLC; Leon Black; Joshua Harris; Marc Rowan.		
00000.....		00000.....	27-2618766.....				Sumner Regional Medical Center, LLC.....	DE.....		LifePoint Holdings 2, LLC.....	Ownership.....	100.0	Apollo Global Management, LLC; Leon Black; Joshua Harris; Marc Rowan.		
00000.....		00000.....	47-4583254.....				Teche Regional Physician Practices, LLC.....	DE.....		Province Healthcare Company, LLC.....	Ownership.....	100.0	Apollo Global Management, LLC; Leon Black; Joshua Harris; Marc Rowan.		
00000.....		00000.....	75-2623970.....				Texas & Oklahoma Preferred Provider System.....	TX.....		Essent PRMC, L.P.....	Ownership.....	100.0	Apollo Global Management, LLC; Leon Black; Joshua Harris; Marc Rowan.		
00000.....		00000.....	26-2477205.....				Texas Specialty Physicians.....	TX.....		Mexia-Principal, Inc.....	Ownership.....	100.0	Apollo Global Management, LLC; Leon Black; Joshua Harris; Marc Rowan.		
00000.....		00000.....	62-1762591.....				THM Physician Practice, LLC.....	DE.....		LifePoint Holdings 2, LLC.....	Ownership.....	100.0	Apollo Global Management, LLC; Leon Black; Joshua Harris; Marc Rowan.		
00000.....		00000.....	80-0835692.....				The Regional Health Network of Kentucky and Southern Indiana, LLC.....	DE.....		Norton Partner, LLC.....	Ownership.....	75.0	Apollo Global Management, LLC; Leon Black; Joshua Harris; Marc Rowan.		

ANNUAL STATEMENT FOR THE YEAR 2018 OF THE Upper Peninsula Health Plan, LLC

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PART 1A – DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

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00000.....		00000.....	80-0835692.....				The Regional Health Network of Kentucky and Southern Indiana, LLC.....	DE.....		Norton Enterprises, Inc.....	Ownership.....	25.0	Apollo Global Management, LLC; Leon Black; Joshua Harris; Marc Rowan.....		
00000.....		00000.....	27-2618876.....				Trousdale Medical Center, LLC.....	DE.....		LifePoint Holdings 2, LLC.....	Ownership.....	100.0	Apollo Global Management, LLC; Leon Black; Joshua Harris; Marc Rowan.....		
00000.....		00000.....	45-3853454.....				Trousdale Physician Practices, LLC.....	DE.....		LifePoint Holdings 2, LLC.....	Ownership.....	100.0	Apollo Global Management, LLC; Leon Black; Joshua Harris; Marc Rowan.....		
00000.....		00000.....	36-4796940.....				Two Rivers Physician Practices, LLC.....	DE.....		Danville Regional Medical Center, LLC.....	Ownership.....	100.0	Apollo Global Management, LLC; Leon Black; Joshua Harris; Marc Rowan.....		
00000.....		00000.....	27-2272410.....				U.P. Imaging Management Services, LLC.....	MI.....		DLP Marquette JV, LLC.....	Ownership.....	100.0	Apollo Global Management, LLC; Leon Black; Joshua Harris; Marc Rowan.....		
04734.....	Apollo Global Mgmt Grp.....	52615.....	46-0927995.....				Upper Peninsula Health Plan, LLC.....	MI.....		Baraga County Memorial.....	Ownership.....	0.8	Apollo Global Management, LLC; Leon Black; Joshua Harris; Marc Rowan.....		
04734.....	Apollo Global Mgmt Grp.....	52615.....	46-0927995.....				Upper Peninsula Health Plan, LLC.....	MI.....		Acquisition Bell Hospital, LLC.....	Ownership.....	5.1	Apollo Global Management, LLC; Leon Black; Joshua Harris; Marc Rowan.....		
04734.....	Apollo Global Mgmt Grp.....	52615.....	46-0927995.....				Upper Peninsula Health Plan, LLC.....	MI.....		Dickinson Healthcare System.....	Ownership.....	5.4	Apollo Global Management, LLC; Leon Black; Joshua Harris; Marc Rowan.....		
04734.....	Apollo Global Mgmt Grp.....	52615.....	46-0927995.....				Upper Peninsula Health Plan, LLC.....	MI.....		Aspirus Grand View Hospital.....	Ownership.....	4.6	Apollo Global Management, LLC; Leon Black; Joshua Harris; Marc Rowan.....		
04734.....	Apollo Global Mgmt Grp.....	52615.....	46-0927995.....				Upper Peninsula Health Plan, LLC.....	MI.....		Northstar Health System.....	Ownership.....	1.9	Apollo Global Management, LLC; Leon Black; Joshua Harris; Marc Rowan.....		
04734.....	Apollo Global Mgmt Grp.....	52615.....	46-0927995.....				Upper Peninsula Health Plan, LLC.....	MI.....		Aspirus Keweenaw Hospital.....	Ownership.....	3.7	Apollo Global Management, LLC; Leon Black; Joshua Harris; Marc Rowan.....		

SCHEDULE Y
PART 1A – DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

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04734.....	Apollo Global Mgmt Grp.....	52615.....	46-0927995.....				Upper Peninsula Health Plan, LLC.....	MI.....		Helen Newberry Joy Hospital.....	Ownership.....	2.0	Apollo Global Management, LLC; Leon Black; Joshua Harris; Marc Rowan.....		
04734.....	Apollo Global Mgmt Grp.....	52615.....	46-0927995.....				Upper Peninsula Health Plan, LLC.....	MI.....		DLP Marquette Health Plan.....	Ownership.....	56.4	Apollo Global Management, LLC; Leon Black; Joshua Harris; Marc Rowan.....		
04734.....	Apollo Global Mgmt Grp.....	52615.....	46-0927995.....				Upper Peninsula Health Plan, LLC.....	MI.....		Munising Memorial Hospital.....	Ownership.....	0.1	Apollo Global Management, LLC; Leon Black; Joshua Harris; Marc Rowan.....		
04734.....	Apollo Global Mgmt Grp.....	52615.....	46-0927995.....				Upper Peninsula Health Plan, LLC.....	MI.....		Portage JV, LLC.....	Ownership.....	10.1	Apollo Global Management, LLC; Leon Black; Joshua Harris; Marc Rowan.....		
04734.....	Apollo Global Mgmt Grp.....	52615.....	46-0927995.....				Upper Peninsula Health Plan, LLC.....	MI.....		Schoolcraft Memorial Hospital.....	Ownership.....	2.2	Apollo Global Management, LLC; Leon Black; Joshua Harris; Marc Rowan.....		
04734.....	Apollo Global Mgmt Grp.....	52615.....	46-0927995.....				Upper Peninsula Health Plan, LLC.....	MI.....		SSM Tribal Health.....	Ownership.....	0.6	Apollo Global Management, LLC; Leon Black; Joshua Harris; Marc Rowan.....		
04734.....	Apollo Global Mgmt Grp.....	52615.....	46-0927995.....				Upper Peninsula Health Plan, LLC.....	MI.....		War Memorial Hospital.....	Ownership.....	7.2	Apollo Global Management, LLC; Leon Black; Joshua Harris; Marc Rowan.....		
04734.....	Apollo Global Mgmt Grp.....	52615.....	46-0927995.....				Upper Peninsula Health Plan, LLC.....	MI.....		UPHP Treasury.....	Ownership.....	0.3	Apollo Global Management, LLC; Leon Black; Joshua Harris; Marc Rowan.....		
00000.....		00000.....	38-3323620.....				Upper Peninsula Managed Care, LLC.....	MI.....		Baraga County Memorial.....	Ownership.....	0.8	Apollo Global Management, LLC; Leon Black; Joshua Harris; Marc Rowan.....		
00000.....		00000.....	38-3323620.....				Upper Peninsula Managed Care, LLC.....	MI.....		Acquisition Bell Hospital, LLC.....	Ownership.....	5.1	Apollo Global Management, LLC; Leon Black; Joshua Harris; Marc Rowan.....		
00000.....		00000.....	38-3323620.....				Upper Peninsula Managed Care, LLC.....	MI.....		Dickinson Healthcare System.....	Ownership.....	5.4	Apollo Global Management, LLC; Leon Black; Joshua Harris; Marc Rowan.....		

SCHEDULE Y
PART 1A – DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16
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00000.....		00000.....	38-3323620.....				Upper Peninsula Managed Care, LLC.....	MI.....		Aspirus Grand View Hospital.....	Ownership.....	4.6	Apollo Global Management, LLC; Leon Black; Joshua Harris; Marc Rowan.....		
00000.....		00000.....	38-3323620.....				Upper Peninsula Managed Care, LLC.....	MI.....		Northstar Health System.....	Ownership.....	1.9	Apollo Global Management, LLC; Leon Black; Joshua Harris; Marc Rowan.....		
00000.....		00000.....	38-3323620.....				Upper Peninsula Managed Care, LLC.....	MI.....		Aspirus Keweenaw Hospital.....	Ownership.....	3.7	Apollo Global Management, LLC; Leon Black; Joshua Harris; Marc Rowan.....		
00000.....		00000.....	38-3323620.....				Upper Peninsula Managed Care, LLC.....	MI.....		Helen Newberry Joy Hospital.....	Ownership.....	2.0	Apollo Global Management, LLC; Leon Black; Joshua Harris; Marc Rowan.....		
00000.....		00000.....	38-3323620.....				Upper Peninsula Managed Care, LLC.....	MI.....		DLP Marquette Health Plan.....	Ownership.....	56.4	Apollo Global Management, LLC; Leon Black; Joshua Harris; Marc Rowan.....		
00000.....		00000.....	38-3323620.....				Upper Peninsula Managed Care, LLC.....	MI.....		Munising Memorial Hospital.....	Ownership.....	0.1	Apollo Global Management, LLC; Leon Black; Joshua Harris; Marc Rowan.....		
00000.....		00000.....	38-3323620.....				Upper Peninsula Managed Care, LLC.....	MI.....		Portage JV, LLC.....	Ownership.....	10.1	Apollo Global Management, LLC; Leon Black; Joshua Harris; Marc Rowan.....		
00000.....		00000.....	38-3323620.....				Upper Peninsula Managed Care, LLC.....	MI.....		Schoolcraft Memorial Hospital.....	Ownership.....	2.2	Apollo Global Management, LLC; Leon Black; Joshua Harris; Marc Rowan.....		
00000.....		00000.....	38-3323620.....				Upper Peninsula Managed Care, LLC.....	MI.....		SSM Tribal Health.....	Ownership.....	0.6	Apollo Global Management, LLC; Leon Black; Joshua Harris; Marc Rowan.....		
00000.....		00000.....	38-3323620.....				Upper Peninsula Managed Care, LLC.....	MI.....		War Memorial Hospital.....	Ownership.....	7.2	Apollo Global Management, LLC; Leon Black; Joshua Harris; Marc Rowan.....		
00000.....		00000.....	38-3323620.....				Upper Peninsula Managed Care, LLC.....	MI.....		UPHP Treasury.....	Ownership.....	0.3	Apollo Global Management, LLC; Leon Black; Joshua Harris; Marc Rowan.....		

SCHEDULE Y
PART 1A – DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16
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00000.....		00000.....	26-4227573.....				Valley View Physician Practices, LLC.....	DE.....		Province Healthcare Company, LLC.....	Ownership.....	100.0	Apollo Global Management, LLC; Leon Black; Joshua Harris; Marc Rowan.		
00000.....		00000.....	20-5831435.....				Vaughan Physician Practices, LLC.....	DE.....		PRHC-Alabama, LLC.....	Ownership.....	100.0	Apollo Global Management, LLC; Leon Black; Joshua Harris; Marc Rowan.		
00000.....		00000.....	62-1864231.....				Vaughan Regional Medical Center, LLC.....	DE.....		PRHC-Alabama, LLC.....	Ownership.....	99.0	Apollo Global Management, LLC; Leon Black; Joshua Harris; Marc Rowan.		
00000.....		00000.....	62-1864231.....				Vaughan Regional Medical Center, LLC.....	DE.....		Vaughan Place Senior Living Community, Inc.....	Ownership.....	1.0	Apollo Global Management, LLC; Leon Black; Joshua Harris; Marc Rowan.		
00000.....		00000.....	66-0650377.....				Vigilant Insurance Company, Inc.....	CYM.....		RCHP, Inc.....	Ownership.....	100.0	Apollo Global Management, LLC; Leon Black; Joshua Harris; Marc Rowan.		
00000.....		00000.....	62-1868757.....				Ville Platte Medical Center, LLC.....	DE.....		LifePoint Holdings 2, LLC.....	Ownership.....	100.0	Apollo Global Management, LLC; Leon Black; Joshua Harris; Marc Rowan.		
00000.....		00000.....	61-1757641.....				Watertown Holding Company, LLC.....	DE.....		Greater Watertown Community Health Foundation.....	Ownership.....	20.0	Apollo Global Management, LLC; Leon Black; Joshua Harris; Marc Rowan.		
00000.....		00000.....	61-1757641.....				Watertown Holding Company, LLC.....	DE.....		Watertown Partner, LLC.....	Ownership.....	80.0	Apollo Global Management, LLC; Leon Black; Joshua Harris; Marc Rowan.		
00000.....		00000.....	47-4583358.....				Watertown JV, LLC.....	DE.....		Watertown Holding Company, LLC.....	Ownership.....	100.0	Apollo Global Management, LLC; Leon Black; Joshua Harris; Marc Rowan.		
00000.....		00000.....	47-3937421.....				Watertown Medical Center, LLC.....	WI.....		Watertown Holding Company, LLC.....	Ownership.....	100.0	Apollo Global Management, LLC; Leon Black; Joshua Harris; Marc Rowan.		
00000.....		00000.....	26-2483488.....				Watertown Network, LLC.....	WI.....		Watertown JV, LLC.....	Ownership.....	100.0	Apollo Global Management, LLC; Leon Black; Joshua Harris; Marc Rowan.		

SCHEDULE Y
PART 1A – DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16
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00000.....		00000.....	47-3450210.....				Watertown Partner, LLC.....	DE.....		LifePoint Holdings 2, LLC.....	Ownership.....	100.0	Apollo Global Management, LLC; Leon Black; Joshua Harris; Marc Rowan.		
00000.....		00000.....	47-3943680.....				Watertown Physician Practices, LLC.....	WI.....		Watertown Holding Company, LLC.....	Ownership.....	100.0	Apollo Global Management, LLC; Leon Black; Joshua Harris; Marc Rowan.		
00000.....		00000.....	62-1630580.....				West Virginia Management Services Organization, Inc.....	WV.....		LifePoint WV Holdings, Inc.....	Ownership.....	100.0	Apollo Global Management, LLC; Leon Black; Joshua Harris; Marc Rowan.		
00000.....		00000.....	20-8179824.....				Western Plains Physician Practices, LLC.....	DE.....		Dodge City Healthcare Group, LLC.....	Ownership.....	100.0	Apollo Global Management, LLC; Leon Black; Joshua Harris; Marc Rowan.		
00000.....		00000.....	62-1762592.....				Western Plains Regional Hospital, LLC.....	DE.....		LifePoint Hospitals Holdings, LLC.....	Ownership.....	100.0	Apollo Global Management, LLC; Leon Black; Joshua Harris; Marc Rowan.		
00000.....		00000.....	20-1275656.....				Western Washington Healthcare, LLC.....	WA.....		Columbia Olympia Management, Inc.....	Ownership.....	100.0	Apollo Global Management, LLC; Leon Black; Joshua Harris; Marc Rowan.		
00000.....		00000.....	62-1766695.....				Willamette Valley Clinics, LLC.....	DE.....		Oregon Healthcorp, LLC.....	Ownership.....	100.0	Apollo Global Management, LLC; Leon Black; Joshua Harris; Marc Rowan.		
00000.....		00000.....	46-1967992.....				Willamette Valley Health Solutions, LLC.....	DE.....		Oregon Healthcorp, LLC.....	Ownership.....	100.0	Apollo Global Management, LLC; Leon Black; Joshua Harris; Marc Rowan.		
00000.....		00000.....	62-1762552.....				Willamette Valley Medical Center, LLC.....	DE.....		Oregon Healthcorp, LLC.....	Ownership.....	100.0	Apollo Global Management, LLC; Leon Black; Joshua Harris; Marc Rowan.		
00000.....		00000.....	27-3723378.....				Wilmington Physicians Group, LLC.....	DE.....		Wilmington Physicians Holdings, LLC.....	Ownership.....	100.0	Apollo Global Management, LLC; Leon Black; Joshua Harris; Marc Rowan.		
00000.....		00000.....	27-3723353.....				Wilmington Physicians Holdings, LLC.....	DE.....		RegionalCare Hospital Partners, Inc.....	Ownership.....	100.0	Apollo Global Management, LLC; Leon Black; Joshua Harris; Marc Rowan.		

41.11

[illegible]

Asterisk	Explanation
0000010	DLP Marquette Holding Company, LLC is also the sole member of DLP Marquette General Hospital, LLC.....
0000023	Upper Peninsula Managed Care, LLC has a contractual relationship only with the insurer.....

SCHEDULE Y

PART 2 - SUMMARY OF INSURER’S TRANSACTIONS WITH ANY AFFILIATES

1	2	3	4	5	6	7	8	9	10	11	12	13
NAIC Company Code	ID Number	Names of Insurers and Parent, Subsidiaries or Affiliates	Shareholder Dividends	Capital Contributions	Purchases, Sales or Exchanges of Loans, Securities, Real Estate, Mortgage Loans or Other Investments	Income/ (Disbursements) Incurred in Connection with Guarantees or Undertakings for the Benefit of any Affiliate(s)	Management Agreements and Service Contracts	Income/ (Disbursements) Incurred Under Reinsurance Agreements	*	Any Other Material Activity Not in the Ordinary Course of the Insurer's Business	Totals	Reinsurance Recoverable/ (Payable) on Losses and/or Reserve Credit Taken/(Liability)
24899	06-1022232	Alea North America Insurance Company					(5,389,129)	(1,114,607)			(6,503,736)	24,296,177
60518	52-0696632	American Health and Life Insurance	(34,000,000)		3,469,710		(60,286,279)	(1,196,487)			(92,013,056)	22,866,724
61492	44-0188050	Athene Annuity & Life Assurance Company		(143,023,689)	144,377,948		(127,698,760)	(362,945,605)			(489,290,106)	(9,074,621,132)
68039	13-2570714	Athene Annuity & Life Assurance Company		183,081	18,094,971		(3,444,000)	(34,651,276)			(19,817,224)	2,215,093,948
61689	42-0175020	Athene Annuity and Life Company		(126,039,317)	372,177,844		(321,302,053)	(397,497,672)			(472,661,198)	7,227,070,655
63932	13-1970218	Athene Life Insurance Company of NY		15,124,815			(1,460,111)	(1,274,094)			12,390,610	(9,198,722)
14179	45-3727380	Athene Re USA IV, Inc		3,075,894			(439,717)	1,925,952			4,562,129	(1,527,333,112)
19269	95-3072379	Danielson National Insurance Company	(1,500,000)				(8,141)		*		(1,508,141)	9,844
65951	35-1005090	Merit Life Insurance Co	(36,500,000)		(10,091,748)		7,636,124				(38,955,624)	
23671	95-2488300	National American Insurance Company		1,500,000	(744,568)		(1,278,788)		*		(523,356)	(9,844)
44016	84-1028538	National Home Insurance Company	(750,000)				(839,851)				(1,589,851)	1,333,721
11671	88-0510283	ProBuilders Specialty Insurance Comp					(945,995)				(945,995)	12,075,147
16308	82-5039393	Rocky Range, Inc		400,250,000							400,250,000	(3,176,640,491)
20613	04-1027270	SPARTA Insurance Company			6,751,081		(4,900,389)				1,850,692	
15306	46-2091695	Structured Annuity Reinsurance Company		12,120,364	13,849,252		(9,838,355)	(65,467,018)			(49,335,757)	(891,647,735)
41211	59-2174734	Triton Insurance Company	(70,000,000)		6,622,038		(35,980,196)	1,196,487			(98,161,671)	(22,866,724)
52615	46-0927995	Upper Peninsula Health Plan, LLC	(5,370,110)				10,759,457				5,389,347	
80942	41-0991508	Voya Insurance and Annuity Company		50,677,101				697,820,824			748,497,925	6,427,229,238
26220	94-1590201	Yosemite Insurance Company	(42,459,000)				7,234,123				(35,224,877)	
00000	80-0935981	Acquisition Bell Hospital, LLC	385,319								385,319	
00000	13-4036256	Alea Holdings US Company		8,300,000			(1,237,413)				7,062,587	
00000		Athene Annuity Re Ltd						464,963,595			464,963,595	(1,189,952,649)
00000		Athene Asset Management, LLC					208,404,866				208,404,866	
00000	47-2544030	Athene Employee Services, LLC					242,835,056				242,835,056	
00000	98-0628973	Athene Life Re Ltd			(548,500,015)			(302,874,706)			(851,374,721)	
00000	42-1458424	Athene USA Corporation		(186,521,021)			12,299,175				(174,221,846)	
00000		Catalina General Insurance Ltd					(1,073,573)	1,114,607			41,034	(37,705,045)
00000		Catalina Holdings (Bermuda) Ltd	750,000	(8,300,000)			116,898				(7,433,102)	
00000		Catalina London Limited					(172,101)				(172,101)	
00000	47-2344755	Catalina US Insurance Services LLC					15,890,307				15,890,307	
00000	80-0829209	DLP Marquette Health Plan, LLC	4,231,007								4,231,007	
00000	35-1070330	Interstate Agency, Inc					(27,217,840)				(27,217,840)	
00000		NCL Athene LLC		(14,288,310)							(14,288,310)	
00000	75-2855422	OneMain Alliance, LLC					(3,774,937)				(3,774,937)	
00000	27-5132464	OneMain Assurance Services, LLC					91,213,526				91,213,526	
00000	27-4393679	OneMain Financial Holdings, LLC	104,000,000				8,827,886				112,827,886	
00000	90-1001138	Portage JV, LLC	753,784								753,784	
00000	20-1609988	Residential Loss Control Holdings LLC					(161,825)				(161,825)	
00000	35-0416090	Springleaf Finance Corporation	78,959,000				12,347,593				91,306,593	
00000	38-3323620	Upper Peninsula Managed Care, LLC					(10,759,457)				(10,759,457)	
00000		Venerable Holdings, Inc		(450,927,101)							(450,927,101)	
00000	98-1042277	A-A Asia Private Credit Fund, L.P		(19,006,443)							(19,006,443)	
00000		AA Direct, L.P		23,528,076							23,528,076	

SCHEDULE Y

PART 2 - SUMMARY OF INSURER’S TRANSACTIONS WITH ANY AFFILIATES

1	2	3	4	5	6	7	8	9	10	11	12	13
NAIC Company Code	ID Number	Names of Insurers and Parent, Subsidiaries or Affiliates	Shareholder Dividends	Capital Contributions	Purchases, Sales or Exchanges of Loans, Securities, Real Estate, Mortgage Loans or Other Investments	Income/ (Disbursements) Incurred in Connection with Guarantees or Undertakings for the Benefit of any Affiliate(s)	Management Agreements and Service Contracts	Income/ (Disbursements) Incurred Under Reinsurance Agreements	*	Any Other Material Activity Not in the Ordinary Course of the Insurer's Business	Totals	Reinsurance Recoverable/ (Payable) on Losses and/or Reserve Credit Taken/(Liability)
00000	45-2960988	A-A European Senior Debt Fund, L.P.		3,750,000							3,750,000	
00000	46-1170067	AAA Investments (Co-Invest VI), L.P.		(3,541,298)							(3,541,298)	
00000	46-1172381	AAA Investments (Co-Invest VII), L.P.		59,304,733							59,304,733	
00000	46-1181143	AAA Investments (Other), L.P.		6,409,861							6,409,861	
00000	47-1754682	AGRE Cobb West Investor, L.P.		1,888,829							1,888,829	
00000		AGRE MHC Coinvest L.P.		250,000							250,000	
00000	27-4519275	AGRE U.S. Real Estate Fund, L.P.		(830,511)							(830,511)	
00000	98-1053589	AGRE USREF AIV - I, L.P.		96,987							96,987	
00000	32-0451206	AGRE USREF Kemper Lakes Platform, L.P.		(225,494)							(225,494)	
00000	80-0885530	AGRE USREF NPL Platform, L.P.		92,660							92,660	
00000		ALM VI, Ltd.		(529,710)							(529,710)	
00000		ALM VIII, Ltd.		(881,784)							(881,784)	
00000		ALME Loan Funding II Limited		(38,288,103)							(38,288,103)	
00000	98-1167311	ALME Loan Funding III Limited		(20,527,970)							(20,527,970)	
00000		Apollo Asia Real Estate Fund, L.P.		2,109,537							2,109,537	
00000		Apollo Athene Strategic Partnership		13,655,924							13,655,924	
00000	06-1755442	Apollo Credit Fund LP			(6,006,513)						(6,006,513)	
00000	90-0918200	Apollo Credit Opportunity Fund III LP		(38,171,463)							(38,171,463)	
00000	98-1025022	Apollo European Principal Finance		(1,841,837)							(1,841,837)	
00000	37-1759626	Apollo HK TMS Investment Holdings, L.P.		(3,506,893)							(3,506,893)	
00000		Apollo Hybrid Value Fund, L.P.		74,331,836							74,331,836	
00000		Apollo Infra Equity US Fund, L.P.		10,802,172							10,802,172	
00000	20-8351069	Apollo Management Holdings, L.P.					643,899				643,899	
00000		Apollo Natural Resources Partners II		17,674,912							17,674,912	
00000	26-3354776	Apollo Natural Resources Partners, L.P.		2,883,718							2,883,718	
00000	30-0989382	Apollo Structured Credit Recovery Fund		39,368,413							39,368,413	
00000	47-1428877	Apollo U.S. Real Estate Fund II L.P.		(4,047,588)							(4,047,588)	
00000	82-2018629	Apollo USRE Granite Coinvest L.P.		(3,557,281)							(3,557,281)	
00000		Apollo USREF II (HP Coinvest) L.P.		(4,328,013)							(4,328,013)	
00000	82-2030619	Athene Momentum Investor, L.P.		19,665,653							19,665,653	
00000	20-4934882	Athene Securities, L.L.C.		400,300							400,300	
00000		Bishop Senior Living Coinvest L.P.		145,000,000							145,000,000	
00000		Bluewater Investment Holdings, LLC		43,333,777							43,333,777	
00000		CAI Strategic European Real Estate		(577,215)							(577,215)	
00000		Financial Credit Investment III, L.P.		(29,480,180)							(29,480,180)	
00000		NNN Investor 1, L.P.		15,617,424							15,617,424	
00000		PEM Hub Holdings LLC		506,739							506,739	
00000		Redding Ridge Holdings LP		26,807,049							26,807,049	
00000		Uniform Co-Invest, L.P.		101,231,366							101,231,366	
9999999 Control Totals			0	0	0	0	0	0	XXX	0	0	0

* Intercompany Pooling Agreement: National American Ins. Co of CA 50%, Danielson National Insurance Company 50%.

SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

The following supplemental reports are required to be filed as part of your statement filing unless specifically waived by the domiciliary state. However, in the event that your domiciliary state waives the filing requirement, your response of **WAIVED** to the specific interrogatory will be accepted in lieu of filing a "NONE" report and a bar code will be printed below. If the supplement is required of your company but is not being filed for whatever reason enter **SEE EXPLANATION** and provide an explanation following the interrogatory questions.

MARCH FILING

1.

Will the Supplemental Compensation Exhibit be filed with the state of domicile by March 1?

.....YES.....
2.

Will an actuarial opinion be filed by March 1?

.....YES.....
3.

Will the confidential Risk-based Capital Report be filed with the NAIC by March 1?

.....YES.....
4.

Will the confidential Risk-based Capital Report be filed with the state of domicile, if required by March 1?

.....YES.....

APRIL FILING

5.

Will Management's Discussion and Analysis be filed by April 1?

.....YES.....
6.

Will the Supplemental Investment Risks Interrogatories be filed by April 1?

.....YES.....
7.

Will the Accident and Health Policy Experience Exhibit be filed by April 1?

.....YES.....

JUNE FILING

8.

Will an audited financial report be filed by June 1?

.....YES.....
9.

Will Accountants Letter of Qualifications be filed with the state of domicile and electronically with the NAIC by June 1?

.....YES.....

AUGUST FILING

10.

Will the regulator-only (non-public) Communication of Internal Control Related Matters Noted in Audit be filed with the state of domicile and electronically with the NAIC (as a regulator-only non-public document) by August 1?

.....YES.....

The following supplemental reports are required to be filed as part of your statement filing **if your company is engaged in the type of business covered by the supplement. However, in the event that your company does not transact the type of business for which the special report must be filed, your response of NO to the specific interrogatory will be accepted in lieu of filing a "NONE" report and a bar code will be printed below.** If the supplement is required of your company but is not being filed for whatever reason, enter **SEE EXPLANATION** and provide an explanation following the interrogatory questions.

MARCH FILING

11.

Will the Medicare Supplement Insurance Experience Exhibit be filed with the state of domicile and the NAIC by March 1?

.....NO.....
12.

Will the Supplemental Life data due March 1 be filed with the state of domicile and the NAIC?

.....NO.....
13.

Will the Schedule SIS (Stockholder Information Supplement) be filed with the state of domicile by March 1?

.....NO.....
14.

Will the actuarial opinion on participating and non-participating policies as required in Interrogatories 1 and 2 on Exhibit 5 to Life Supplement be filed with the state of domicile and electronically with the NAIC by March 1?

.....NO.....
15.

Will the actuarial opinion on non-guaranteed elements as required in Interrogatory 3 to Exhibit 5 to Life Supplement be filed with the state of domicile and electronically with the NAIC by March 1?

.....NO.....
16.

Will the Medicare Part D Coverage Supplement be filed with the state of domicile and the NAIC by March 1?

.....NO.....
17.

Will an approval from the reporting entity's state of domicile for relief related to the five-year rotation requirement for lead audit partner be filed electronically with the NAIC by March 1?

.....NO.....
18.

Will an approval from the reporting entity's state of domicile for relief related to the one-year cooling off period for independent CPA be filed electronically with the NAIC by March 1?

.....NO.....
19.

Will an approval from the reporting entity's state of domicile for relief related to the Requirements for Audit Committees be filed with electronically with the NAIC by March 1?

.....NO.....

APRIL FILING

20.

Will the Long-Term Care Experience Reporting Forms be filed with the state of domicile and the NAIC by April 1?

.....NO.....
21.

Will the Supplemental Life data due April 1 be filed with the state of domicile and the NAIC?

.....NO.....
22.

Will the Supplemental Health Care Exhibit (Parts 1, 2 and 3) be filed with the state of domicile and the NAIC by April 1?

.....NO.....
23.

Will the regulator only (non-public) Supplemental Health Care Exhibit's Allocation Report be filed with the state of domicile and the NAIC by April 1?

.....NO.....
24.

Will the Life, Health & Annuity Guaranty Association Model Act Assessment Base Reconciliation Exhibit be filed with the state of domicile and the NAIC by April 1?

.....NO.....
25.

Will the Adjustment to the Life, Health & Annuity Guaranty Association Model Act Assessment Base Reconciliation Exhibit (if required) be filed with the state of domicile and the NAIC by April 1?

.....NO.....

AUGUST FILING

26.

Will Management's Report of Internal Control Over Financial Reporting be filed with the state of domicile by August 1?

.....YES.....

Explanation:

11.

Business not written
12.

Business not written
13.

Business not written
14.

Business not written
15.

Business not written
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Business not written
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Business not written
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Business not written
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Business not written

SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

20. Business not written

21. Business not written

22. Business not written

23. Business not written

24. Business not written

25. Business not written

Bar code:

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